

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York

Case number (If known): _____ Chapter 15

Check if this is an amended filing

Official Form 401

Chapter 15 Petition for Recognition of a Foreign Proceeding

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1. Debtor's name

Yuzhou Group Holdings Company Limited

2. Debtor's unique identifier

For non-individual debtors:

Federal Employer Identification Number (EIN) _____ - _____ - _____ - _____ - _____

Other 209366. Describe identifier CI Registration Number _____.

For individual debtors:

Social Security number: xxx - xx- _____ - _____ - _____

Individual Taxpayer Identification number (ITIN): 9 xx - xx - _____ - _____ - _____

Other _____ . Describe identifier _____.

3. Name of foreign representative(s)

Kwok Ying Lan

4. Foreign proceeding in which appointment of the foreign representative(s) occurred

Hong Kong

5. Nature of the foreign proceeding

Check one:

Foreign main proceeding
 Foreign nonmain proceeding
 Foreign main proceeding, or in the alternative foreign nonmain proceeding

6. Evidence of the foreign proceeding

A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached.

A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached.

Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached.
Board resolutions appointing Kwok Ying Lan as the Foreign Representative

7. Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?

No. (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.)
 Yes

Debtor	<u>Yuzhou Group Holdings Company Limited</u> Name		Case number (if known) _____
8. Others entitled to notice		Attach a list containing the names and addresses of:	
		(i) all persons or bodies authorized to administer foreign proceedings of the debtor,	
		(ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition, and	
		(iii) all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code.	
9. Addresses		Country where the debtor has the center of its main interests:	Debtor's registered office:
		<u>Hong Kong</u>	<u>Cricket Square Hutchins Drive</u> Number Street
			<u>P.O. Box 2681</u> P.O. Box
			<u>Grand Cayman KY1-1111</u> City State/Province/Region ZIP/Postal Code
			<u>Cayman Islands</u> Country
		Individual debtor's habitual residence:	Address of foreign representative(s):
		Number Street	<u>5801-02, 58/F, 99 Queen's Road Central</u> Number Street
		P.O. Box	P.O. Box
		City State/Province/Region ZIP/Postal Code	<u>Hong Kong Central</u> City State/Province/Region ZIP/Postal Code
		Country	<u>Hong Kong</u> Country
10. Debtor's website (URL)		<u>http://ir.yuzhou-group.com/en</u>	
11. Type of debtor		<i>Check one:</i>	
		<input checked="" type="checkbox"/> Non-individual (<i>check one</i>):	
		<input checked="" type="checkbox"/> Corporation. Attach a corporate ownership statement containing the information described in Fed. R. Bankr. P. 7007.1.	
		<input type="checkbox"/> Partnership	
		<input type="checkbox"/> Other. Specify: _____	
		<input type="checkbox"/> Individual	

ATTACHMENT 1

ITEM 6: BOARD RESOLUTIONS APPOINTING FOREIGN REPRESENTATIVE

Company No. 209366

Yuzhou Group Holdings Company Limited
禹洲集團控股有限公司
(incorporated in the Cayman Islands with limited liability)
(the **Company**)

MINUTES OF THE MEETING OF DIRECTORS OF THE COMPANY (THE **BOARD**) HELD AT ITS REGISTERED OFFICE VIA TELE-CONFERENCE AT 7:30 P.M. ON 20 AUGUST 2024 (THE **MEETING**).

Present: Ms. Kwok Ying Lan
Mr. Lin Conghui
Mr. Lam Lung On

Apologies for Mr. Song Jiajun
Absence: Mr. Lam Kwong Siu
Mr. Wee Henny Soon Chiang
Mr. Yu Shangyou

1 NOTICE AND QUORUM

- 1.1 It was agreed that Mr. Lam Lung On would act as Chairperson of the Meeting.
- 1.2 The Chairperson reported that notice of the Meeting had been given to or waived by each director, and that the meeting had been convened in accordance with the Company's articles of association (the **Articles**), that a quorum was present and that the meeting was open.

2 INTERPRETATION

Capitalised terms that are not defined in these minutes have the meanings given to them in the Articles.

3 DISCLOSURE OF INTEREST

- 3.1 The Chairperson asked each director present if they had any interests to disclose. Each director present (including the Chairperson), having duly considered the matter in good faith, fully disclosed any relevant direct or indirect interest of any kind in the matters to be considered at the meeting.

4 BACKGROUND

IT WAS NOTED THAT:

- 4.1 By way of minutes of a meeting of the Board dated 21 June 2024, the Company approved the terms of a financial restructuring of certain offshore indebtedness and liabilities under various debt instruments issued by the Company and certain of its subsidiaries which are incorporated outside of the People's Republic of China (the **Restructuring**) in accordance with and as intended to be implemented through the Cayman Scheme (as defined below) and the Hong Kong Scheme (as defined below), as the Restructuring would be in the best interests of the Company.
- 4.2 As disclosed in the announcements of the Company dated 6 August 2023, 22 December 2023, 8 February 2024 and 16 July 2024, the Company proposed parallel and inter-conditional schemes of arrangement to certain creditors of the Company (the **Scheme Creditors**) in:
 - (a) the Cayman Islands pursuant to section 86 of the Companies Act (2023 Revision) (the **Cayman Companies Act**) (the **Cayman Scheme**); and
 - (b) Hong Kong pursuant to sections 670, 673 and 674 of the Companies Ordinance (the **Hong Kong Companies Ordinance**) (the **HK Scheme**, and together with the Cayman Scheme, the **Schemes**),

in order to implement the Restructuring.

- 4.3 As noted in the minutes of the meeting of the Board dated 21 June 2024, the Board noted that the Company had been advised by its legal advisors, Linklaters, that:
 - (a) because certain of the indebtedness subject to the Restructuring are governed by New York Law, that it may be possible that creditors of such indebtedness will commence proceedings in New York against the Company even after the Schemes are sanctioned;
 - (b) in order to avoid such risk, the Company can and may seek recognition and assistance in relation to the orders made by the relevant court in Hong Kong and/or the Cayman Islands in sanctioning the Schemes as part of the Restructuring from the United States Bankruptcy Court under Chapter 15 of the US Bankruptcy Code (Title 11 of the United States Code) (**Chapter 15**); and
 - (c) a foreign representative of the Company should be appointed to make any appropriate application under Chapter 15 (if the Company subsequently determines that there is a need to do so).

5 PURPOSE OF THIS MEETING

- 5.1 The Board confirmed that the business of the Meeting was to:
 - (a) appoint Ms Kwok Ying Lan as the sole foreign representative of the Company in the Chapter 15 Proceeding (as defined below); and

- (b) authorise and approve the presentation of the Draft Initial Chapter 15 Documents (as defined below).

6 DRAFT DOCUMENTS CIRCULATED

IT WAS NOTED AS FOLLOWS:

- 6.1 Forms of the following initial documents to be filed with the United States Bankruptcy Court to commence the Chapter 15 Proceeding (as defined below) have been prepared by the Company and its advisors (the *Draft Initial Chapter 15 Documents*):
 - (a) the Chapter 15 Petition;
 - (b) the Chapter 15 Verified Petition;
 - (c) the Foreign Representative Declaration;
 - (d) the Foreign Counsel Declaration; and
 - (e) certain other procedural motions.
- 6.2 It is noted that the Draft Initial Chapter 15 Documents are yet to be finalised and the final versions of such documents actually filed with the United States Bankruptcy Court may vary from the drafts circulated to the Board.

7 NO RESTRICTION

- 7.1 The Board, by their signatures below, confirms that no resolution of the members of the Company has been passed which restricts the powers of the director(s) to resolve on matters relating to the matters referred to in the resolutions below.

8 RESOLUTIONS

After due and careful consideration, **IT IS RESOLVED**:

- 8.1 **THAT** the Company appoints Ms Kwok Ying Lan as the Company's foreign representative in any Chapter 15 Proceeding for a one-year period as at the date hereof (the *Foreign Representative*).
- 8.2 **THAT** the Foreign Representative:
 - (a) be and is hereby authorised to have and exercise specific powers to individually bind and represent the Company with respect to the Schemes, including for the purposes of seeking any relief available to a "foreign representative" in any application commenced under Chapter 15 (the *Chapter 15 Proceeding*);
 - (b) be and is hereby authorised to act as the Company's agent in seeking any relief available to a "foreign representative" in any Chapter 15 Proceeding;

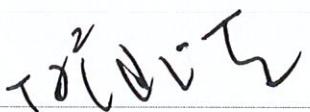
- (c) be and is hereby authorised and empowered to retain and employ on their behalf, in their capacity in the Chapter 15 Proceeding at the expense of the Company, Linklaters or another US legal counsel as appropriate, in connection with the Chapter 15 Proceeding; and
- (d) be and is hereby authorised to approve, agree, finalise, execute, certify and file each of the Draft Initial Chapter 15 Documents (with such amendments thereto as may be necessary and appropriate) and any and all petitions, schedules, motions, lists, applications, pleadings, declarations, and other papers, and to take any and all further actions which the Foreign Representative or the Company's legal counsel may deem necessary, proper, or desirable in connection with any Chapter 15 Proceeding, with a view to the successful resolution of such case; and
- (e) be, and is hereby, authorised to, for and on behalf of the Company, issue all relevant notices and announcements in connection with the Chapter 15 Proceeding.

8.3 **THAT** any and all actions of the Company, of the Foreign Representative or of the Board, or such other person(s) as are hereby authorised by any of them by, taken in connection with the actions contemplated by the foregoing resolutions prior to the execution of these resolutions, be and are hereby ratified, confirmed, approved, and adopted in all respects by the Company.

9 **CLOSE OF THE MEETING**

9.1 There being no further business, the Chairperson declared the Meeting closed.

Signed as an accurate record of the proceedings of the meeting.


Mr. Lam Lung On
Chairperson

20 August 2024

Date

ATTACHMENT 2

ITEM 7: STATEMENT IDENTIFYING FOREIGN PROCEEDINGS

Christopher J. Hunker
Mark Dawson
Clark L. Xue
Curtis G. Smith
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Counsel to the Foreign Representative

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Yuzhou Group Holdings Company Limited,¹

Debtor in a Foreign Proceeding.

Chapter 15

Case No. 24-_____ (____)

**DECLARATION OF FOREIGN REPRESENTATIVE
PURSUANT TO SECTION 1515(c) OF THE BANKRUPTCY CODE**

I, Kwok Ying Lan, pursuant to 28 U.S.C. § 1746, hereby declare under penalty of perjury under the laws of the United States of America, as follows:

1. I am the duly authorized foreign representative (a “Foreign Representative”) of Yuzhou Group Holdings Company Limited (the “Debtor”) which is the subject of a proceeding entitled *In the Matter of Yuzhou Group Holdings Company Limited* (Case Number HCMP 1068/2024) (the “Hong Kong Proceeding”) currently pending before the High Court of the Hong Kong Special Administrative Region Court of First Instance, as well as a proceeding in the Cayman Islands entitled *In the Matter of Yuzhou Group Holdings Company Limited* (Cause Number FSD 0192 OF 2024 (JAJ)) (the “Cayman Proceeding,” and together with the Hong Kong Proceeding,

¹ Yuzhou Group Holdings Company Limited’s company registration number is 209366, and the location of its registered office is Conyers Trust Company (Cayman) Limited, Cricket Square Hutchins Drive, P.O. Box 2681, George Town, Grand Cayman KY1-1111, Cayman Islands.

the “Yuzhou Proceedings”) currently pending before the Grand Court of the Cayman Islands Financial Services Division.

2. I respectfully submit this statement, as required by section 1515(c) of title 11 of the United States Code (the “Bankruptcy Code”), in support of the verified petition filed herewith seeking recognition by this Court of the Hong Kong Proceeding as a foreign main proceeding for the Debtor.

3. Pursuant to the requirements of section 1515(c) of the Bankruptcy Code, to the best of my knowledge, the Yuzhou Proceedings are the only known pending “foreign proceedings” with respect to the Debtor as that term is defined in section 101(23) of the Bankruptcy Code.

[Signature Page Follows]

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: August 22, 2024

By: /s/ *Kwok Ying Lan*
Foreign Representative

ATTACHMENT 3

**ITEM 8: DISCLOSURE PURSUANT TO RULE 1007(A)(4) OF THE FEDERAL RULES
OF BANKRUPTCY PROCEDURE**

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Counsel to the Foreign Representative

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Yuzhou Group Holdings Company Limited,¹

Debtor in a Foreign Proceeding.

Chapter 15

Case No. 24-_____ (____)

**DISCLOSURE PURSUANT TO
RULE 1007(a)(4) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Kwok Ying Lan, solely in her capacity as the duly authorized foreign representative (the “Foreign Representative”) of Yuzhou Group Holdings Company Limited (the “Debtor”), hereby files this disclosure pursuant to Rule 1007(a)(4) of the Federal Rules of Bankruptcy Procedure and respectfully sets forth as follows:

A. Administrators in Foreign Proceeding Concerning the Debtor

1. Kwok Ying Lan is the duly authorized foreign representative of the Debtor in the Hong Kong Proceeding.² The Foreign Representative’s address is: Units 5801-02, 58/F, The Center, 99 Queen’s Road Central, Central, Hong Kong.

¹ Yuzhou Group Holdings Company Limited’s company registration number is 209366, and the location of its registered office is Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, George Town, Grand Cayman KY1-1111, Cayman Islands.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the *Verified Petition Under Chapter 15 for Recognition of a Foreign Main Proceeding and Related Relief*.

B. Entities Against Whom Provisional Relief is Sought Pursuant to 11 U.S.C. § 1519

2. The Foreign Representative is not seeking provisional relief at this time because she is not aware of any imminent threat to the Debtor's assets located within the territorial jurisdiction of the United States or to the Yuzhou Proceedings by virtue of actions in the United States. If circumstances change or the Foreign Representative becomes aware of additional facts, the Foreign Representative reserves all rights to seek provisional relief pursuant to section 1519 of the Bankruptcy Code to protect the Debtor and its assets located in the United States.

C. All Parties to Litigation Pending in the United States in which the Debtor is a Party at the Time of Filing of the Petition

3. The Foreign Representative is not aware of any currently pending litigation in the United States to which the Debtor is a party.

Dated: August 22, 2024
New York, New York

Respectfully submitted,

By: /s/ Christopher J. Hunker
Christopher J. Hunker
Mark Dawson
Clark L. Xue
Curtis G. Smith
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Counsel to the Foreign Representative

ATTACHMENT 4

ITEM 11: CORPORATE OWNERSHIP STATEMENT

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Counsel to the Foreign Representative

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Yuzhou Group Holdings Company Limited,¹

Debtor in a Foreign Proceeding.

Chapter 15

Case No. 24-_____ (____)

**CORPORATE OWNERSHIP STATEMENT
OF THE DEBTOR PURSUANT TO BANKRUPTCY
RULES 1007(a)(4) AND 7007.1 AND LOCAL RULE 1007-3**

Kwok Ying Lan, solely in her capacity as the duly authorized foreign representative (the “Foreign Representative”) of Yuzhou Group Holdings Company Limited (the “Debtor”), hereby files the corporate ownership information required by Rules 1007(a)(4) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the Southern District of New York.

As of the date of this statement, the entities known to the Foreign Representative which beneficially own 5% or more of the issued shares of the Debtor are as follows:

- Kwok Ying Lan (Executive Director and Chairman of the Debtor) directly holds 1,384,239 shares of the Debtor (.021%) and indirectly holds 1,918,663,481 of the shares of the Debtor (29.31%) through her wholly owned company, Plentiful Wise Developments Limited (collectively, 29.33% of the equity interests of the Debtor).

¹ Yuzhou Group Holdings Company Limited’s company registration number is 209366, and the location of its registered office is Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, George Town, Grand Cayman KY1-1111, Cayman Islands.

- Lam Lung On (Non-Executive Director of the Debtor) directly holds 27,729,929 shares of the Debtor (.42%) and indirectly holds 1,919,109,051 shares (29.32%) through his wholly owned company, Studious Profits Limited (collectively, 29.74% of the equity interests of the Debtor).
- Overseas Chinese Town (Asia) Holdings Limited indirectly holds 650,729,098 shares (9.94%) of the Debtor through its wholly-owned subsidiary, City Legend International Limited.

Dated: August 22, 2024
New York, New York

Respectfully submitted,

By: /s/ Christopher J. Hunker
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